



# BYLAWS

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**BYLAWS OF  
FIRST BAPTIST CHURCH OF VANCELEAVE, MISSISSIPPI, INC.  
(A Mississippi Nonprofit Corporation)**

These bylaws (“Bylaws”) shall regulate the affairs of the First Baptist Church of Vancleave, Mississippi, Inc., subject to the provisions of its Articles of Incorporation (“Articles”) and any applicable provisions of the Mississippi Nonprofit Corporation Act, Mississippi Code of 1972, Section 79-11-101, *et seq.*, as amended (the “Act”). Initial capitalized terms used but not defined within the text below shall have the meaning set forth in the attached Appendix of defined terms.

**PREAMBLE**

Recognizing ourselves to be an organized body of baptized believers, equal in rank and privileges, democratic in spirit and principles of government, and independent in administering our affairs;

Acknowledging the headship of Jesus Christ, united in beliefs of what He taught, and bound in covenant together to do what He commanded;

Voluntarily cooperating with other Baptist bodies in the missionary calling of spreading the Gospel throughout the world;

Believing that the Bible is the sole and sufficient rule of faith and practice in all matters of church doctrine and policy and that the mandates of the Scriptures are authoritative and binding as interpreted by this body; and

Being mindful of the Biblical admonition to let all things be done in a decent and orderly manner;

We, the members of The First Baptist Church of Vancleave, Mississippi, Inc., hereby set forth the following:

VISION STATEMENT

To equip the generations to make disciples of all nations

MISSION STATEMENT

To make disciples of Christ who make disciples

CORE VALUES

Love God • Love People • Live Sent

DISCIPLE-MAKING PATHWAY

Explore • Connect • Invest • Multiply

**ARTICLE 1  
NAME, OFFICES, AND REGISTERED AGENT**

**1.1. Name**

The name of the corporation shall be First Baptist Church of Vancleave, Mississippi, Inc. (the “Church”).

**1.2. Principal Office**

The principal office of the Church shall be located at 12513 Highway 57, Vancleave, MS 39565. The Church may change its principal office and have such other offices within or outside the State of Mississippi as the Board of Directors, referred hereafter as the Church Council, may determine or as the affairs of the Church may require from time to time.

**1.3. Registered Office and Agent**

The registered office and registered agent of the Church shall be as designated from time to time by the appropriate filing by the Church in the office of the Secretary of State of Mississippi.

**1.4. Change of Principal Office, Registered Office, or Registered Agent**

The location of the Church’s principal and registered office, or the designation of its registered agent, may be changed at any time when authorized by the Church Council, by filing with the Secretary of State a certificate signed by any current officer of the Church and verified subject to penalties for perjury, stating the change to be made and reciting that the change is made by authorization of the Church Council.

**ARTICLE 2  
GENERAL PROVISIONS**

**2.1 Autonomy**

The Church is autonomous and maintains the right to govern its own affairs, independent of any denominational control. The Church is not subject to any other ecclesiastical body (see, for example, Romans 12:4-8; 1 Corinthians 12:12-27; Ephesians 4:15-16). Recognizing, however, the benefits of cooperation with other churches in world missions and otherwise, this Church may voluntarily affiliate with any churches of like faith. This may include, but is not limited to, cooperation with and support of the Jackson County Baptist Association, the Mississippi Baptist Convention Board, and the Southern Baptist Convention.

**2.2 Purposes**

The Church is a community of believers following Jesus and telling His story. More particularly, and without limitation, the purposes of the Church are to make much of Jesus, mature members in Christ-like character, and multiply its influence by investing in people. The Church is formed for any lawful purpose or purposes not expressly prohibited under the Law. The Church is organized and shall be operated exclusively for religious, charitable, and educational purposes



in accordance with the Articles. The Church is also organized to promote, encourage, and foster any other similar religious, charitable, and educational activities; to accept, hold, invest, reinvest and administer any gifts, legacies, bequests, devises, funds, and property of any sort or nature, and to use, expend, or donate the income or principal thereof for, and to devote the same to the foregoing purposes of the Church; and to do any and all lawful acts and things which may be necessary, useful, suitable, or proper for the furtherance of accomplishment of the purposes of this Church. Provided, however, no act may be performed which would violate Section 501(c)(3) of the Internal Revenue Code of 1986, as it now exists or as it may hereafter be amended (the “Code”).

### **2.3 Powers and Restrictions**

Except as otherwise provided in these Bylaws and to carry out the above-stated purposes, the Church shall have all those powers set forth in the Law as it now exists or as it may hereafter be amended. Moreover, the Church shall have all implied powers necessary and proper to carry out its express powers. The powers of the Church to promote the purposes set out above are limited and restricted in the following manner:

A. The Church shall not pay dividends, and no part of the net earnings of the Church shall inure to the benefit of or be distributable to its officers or other council members, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles and these Bylaws. No substantial part of the activities of the Church shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Church shall not participate in, or intervene in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of the Articles or these Bylaws, the Church shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code, or corresponding provisions of any subsequent federal tax laws, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding provisions of any subsequent federal tax laws.

B. In the event this Church is in any one year a “private foundation” as defined by Section 509(a) of the Code or corresponding provisions of any subsequent federal tax laws, it shall be required to distribute its income for such taxable year at such time and in such manner as not to subject the foundation to taxation under Section 4942 of the Code or corresponding provisions of any subsequent federal tax laws; and further shall be prohibited from: (i) any act of “self-dealing” as defined in Section 4941(d) of the Code or corresponding provisions of any subsequent federal tax laws; (ii) retaining any “excess business holdings” as defined by Section 4943(c) of the Code or corresponding provisions of any subsequent federal tax laws; (iii) making any investments in such manner as to subject the foundation to taxation under Section 4944 of the Code or corresponding provisions any subsequent federal tax laws; or (iv) making a taxable expenditures as defined in Section 4945(d) of the Code or corresponding provisions of any subsequent federal tax laws.

The Church shall not accept any gift or grant if the gift or grant contains major conditions that would restrict or violate any of the Church's religious, charitable, or educational purposes. The Church Council shall have the responsibility to evaluate any such gift and make the determination of whether to accept it or not.

#### **2.4 Statement of Faith**

The Church has adopted as its statement of faith the Baptist Faith and Message, as adopted by the Southern Baptist Convention on June 14, 2000. The statement of faith does not exhaust the extent of our beliefs. The Bible itself, as the inspired Word of God that speaks the truth without any mixture of error with final authority concerning truth, morality, and the proper conduct of mankind is the sole and final source of all that we believe. For purposes of the Church's faith, doctrine, ministry direction, and discipline as they are practiced at the Church ("Spiritual Matters"), our Lead Pastor in consultation with the Church Council is the Church's final interpretive authority on the Bible's meaning and application.

#### **2.5 Statement on Gender, Marriage, and Sexuality**

We believe that to preserve the function and integrity of the Church as the local Body of Christ and to provide a biblical role model to the community, all persons employed by the Church in any capacity and all members shall abide by and agree to the moral and ethical standards set forth by the Church.

A. **Gender:** The Bible speaks clearly on gender assignment and does not define gender as fluid in any normative sense. As such, the Church recognizes gender as the genetically assigned gender at birth, either male or female. In consideration of this recognition of gender, no person shall enter a bathroom or other gender-segregated area of this church other than those designated for the gender to which that person was genetically assigned at birth.

B. **Marriage:** As biblically instructed in Genesis 2:24, we acknowledge that marriage is a sacred union, and it is only to be entered into by one man (genetically assigned at birth) and one woman (genetically assigned at birth). We believe that the term "marriage" has only one meaning, and that is marriage sanctioned by God which joins one man and one woman in a single, exclusive union, as delineated in Scripture.

God intends sexual intimacy to only occur between a man and a woman who are married to each other. He has commanded that a man and a woman should not engage in intimate sexual activity outside of marriage.

Because marriage is a sacred covenant relationship between one man and one woman, we do not condone, participate in, or allow the Church's facilities or assets to be used by those requesting same-sex marriage services or commitment ceremonies.

Every couple that is planning to be married at the Church must attend pre-marital counseling sessions with an ordained minister of the Church or an approved person affiliated with or approved by the Lead Pastor of the Church. It is highly recommended that every wedding be conducted by a minister of the Church. If the officiating minister is

other than one of the Church's ministers, written approval must be given in advance by the Lead Pastor of the Church. Ministers, clergy, or other officiants of a non-evangelical faith will not be approved.

C. **Sexuality:** We believe that any form of sexual immorality, including, but not limited to, adultery, fornication, homosexuality, bisexual conduct, bestiality, incest, pornography, or any attempt to change one's sex or disagreement with one's biological sex, is sinful and offensive to God.

## **ARTICLE 3 MEMBERS**

### **3.1 General Qualifications for Membership**

Upon affirmation of the Statement of Faith, any person may offer themselves as a candidate for membership in this Church. All such candidates shall complete the new member class and upon completion be presented to the Church at any regular worship service for membership in any one of the following ways:

- A. By profession of faith in Jesus Christ as Lord and Savior, followed by baptism by immersion.
- B. By letter, or promise of letter, from another Baptist church of like faith and order.
- C. By statement of membership in a Baptist church of like faith and order when no letter is obtainable.
- D. By transfer from another denomination, upon a statement of a prior profession of faith in Jesus Christ as Lord and Savior, provided baptism was by immersion.

Should there be a dissent as to any candidate, such dissent shall be referred to the Lead Pastor and Church Council for investigation, after which a recommendation will be made to the Church within a period of no longer than sixty (60) days. A majority vote of those members present and voting shall be required to elect such candidates to membership.

### **3.2 Voting Rights of Member**

Every member of the Church who is sixteen (16) years of age or older is entitled to vote at all elections and on all matters submitted to the Church in a business meeting.

### **3.3 Termination of Membership**

Membership of this Church may be terminated as follows:

- A. Upon the death of the member.

B. Upon request in writing by a member to be removed from membership or to have membership terminated after consultation with the Lead Pastor.

C. By letter of transfer to another Baptist church or a church of like faith and order.

D. By a majority vote of members present at any business session after all avenues of discipline have been exhausted as described in Article 3.4 below.

### **3.4 Conflict Resolution/Discipline**

Every reasonable measure will be taken to assist any troubled member. Restoration, not retribution, should be the guideline that governs the attitude of one member toward another.

Should any conflict arise between members, the aggrieved member should first seek counsel from the Lead Pastor or other member of the church staff. After properly assessing the situation, the staff member shall then enlist a representative of the deacon ministry to guide the aggrieved member through the following steps. Careful attention will be given to documenting any truth concerning the offense or the matter at hand.

A. The aggrieved member and the deacon representative meet privately with the person with whom there is a conflict and discuss the details of the offense. In the event that the aggrieved member and/or the one with whom the conflict exists is a female, an additional female of the deacon's choosing shall be included in the meeting. If a peaceful resolution is not reached, the deacon shall inform the Lead Pastor.

B. The Lead Pastor, deacon representative, and aggrieved member will meet with the person with whom there is a conflict and discuss the details of the offense. If a peaceful resolution is not reached, the Lead Pastor and deacon representative shall inform the Church Council

C. The Church Council, Lead Pastor, deacon representative, aggrieved member, and the person with whom there is a conflict will meet with the goal of coming to a peaceful resolution. If no resolution is achieved and/or should any instance of unrepentant, un-Christlike conduct occur, the Church Council shall report the matter to the Church.

D. The Church will vote by secret ballot for termination of membership requiring two-thirds (2/3) majority or more of the ballots cast.

### **3.5 Restoration of Membership**

Any person whose membership has been terminated pursuant to Article 3.4 may have his or her membership restored. The restoration of his or her membership is contingent upon said member having completed the following required steps:

A. Meet with the Lead Pastor and Chairman of the Church Council. The purpose of this meeting is to confirm that the action(s) or attitude(s) that warranted the termination of membership have been repented of and removed, that forgiveness has been sought, and

that fellowship with the offended member(s) is restored. The Lead Pastor and Chairman of the Church Council will then report their findings to the Church Council.

B. The Church Council will then vote on a recommendation to the church that a terminated member either have his or her membership restored or that the terminated member be refused membership.

C. The Lead Pastor will deliver the Church Council's recommendation to the Church, at which time the Church will vote, by secret ballot, to either restore membership or to refuse membership. The final decision will be based on a majority vote.

### **3.6 Christian Mediation**

Members of the Church agree to submit any legal dispute with the Church for mediation before a mutually agreed-upon mediator, or if none can be agreed upon, one will be selected by the Mississippi Baptist Convention Board. Lawsuits between believers or threats of lawsuits between believers are a matter of grave concern for the Church and are contrary to biblical and church teaching, and mediation is an effort to resolve disputes in a biblical fashion (1 Cor. 6: 1-7).

The confidentiality of the mediation process will be protected, and these matters will not be discussed with people who do not have a necessary interest in them. If a settlement can be agreed upon, a mediator may, at his discretion, issue an advisory opinion. Neither the opinion nor any communications exchanged in the mediation process will be admissible for any purpose in any subsequent legal proceeding.

### **3.7 Duties and Privileges of Members**

Each member is privileged and expected to participate in and contribute to the ministry and life of the Church, consistent with God's leading, and with the gifts, time, and material resources each has received from God. Under Christ, the Church is governed by its members. Each member shall serve the Church in accordance with the duties enumerated in the Church membership Covenant, if any. Therefore, it is a member's privilege and responsibility, if physically able, to attend membership meetings and to prayerfully review, discuss, and vote on the following matters:

- A. Amendment of the Articles or Bylaws.
- B. Election of Church Council members and Deacons.
- C. Call and removal of the Lead Pastor.
- D. Removal of a Church Council Member.
- E. Approval of the annual operating budget and any increases in the annual operating budget in excess of 5% of the total annual operating budget.
- F. Approval of the sale or acquisition of real property comprising the primary campus of the Church.

G. Approval of teachers (Connect Groups, Sunday School, etc.) committees or team members, and church officers.

### **3.8 Annual Meeting of Membership**

The annual meeting of the members of the Church shall be held in December or January, upon notice duly given, at the principal place of business of the Church or at such other date, time, or place as may be designated in the notice of the meeting or as may be agreed upon by the members, which agreement may be indicated by the presence of such members at such meeting. At the annual meeting, the members shall consider and act upon such business and matters that may properly be raised and come before the meeting. The failure to hold an annual membership meeting shall not affect the validity of any Church action.

### **3.9 Special Meetings of Membership**

Special meetings of the members, for any purpose or purposes, shall be held at the principal place of business of the Church, or at such other place, date, and time as may be designated in the notice thereof and may be called at any time by the Church Council or its designee.

### **3.10 Notice**

Notice stating the place, date, and time of all membership meetings, annual or special, shall be given by or at the direction of the Church Council or its designee. The Church shall give such notice consistent with these Bylaws and in a fair and reasonable manner. While other means of giving notice may also be fair and reasonable when all of the circumstances are considered, any notice shall be considered fair and reasonable if: (a) the Church publishes notice on its website no fewer than fourteen (14) calendar days (to include two (2) Sundays) immediately prior to the proposed meeting; or (b) the Church mails or emails notice to its members of the place, date, and time of each annual and special meeting of members no fewer than fourteen (14) calendar days (to include two (2) Sundays) before the meeting day; and (c) a notice of an annual meeting includes a description of any matter or matters which must be approved by the members pursuant to the applicable provision of the Act; and (d) notice of a special meeting includes a description of the matter or matters for which the meeting is called. However, a notice of an annual meeting need not otherwise include a description for the purposes or purposes for which it is called.

### **3.11 Quorum**

Unless a higher or lower quorum is otherwise provided for by the Articles, the Act, these Bylaws, or by the Church Council, a quorum for action on any matter at any membership meeting shall consist of ten percent (10%) of the members. Once a member is represented for any purpose at a meeting, he or she is deemed present for the quorum purposes for the remainder of the meeting.

### **3.12 Parliamentary Rules**

Business meetings should be conducted in a friendly, orderly, and Godly manner. Additionally, Roberts Rules of Order, as revised, is the authority for parliamentary rules of procedure for all church business meetings.

**ARTICLE 4**  
**CHURCH COUNCIL (BOARD OF DIRECTORS)**

**4.1 Powers and Duties**

The affairs of the Church shall be managed by its Church Council. An individual member of the Church Council will be referred to herein as a council member. The Church Council shall have and is vested with all powers and authorities, except as may be expressly limited by the Articles, these Bylaws, the Act, Section 501(c)(3) of the Code, *et seq.*, or any other law as they now exist or may hereafter be amended to supervise, control, direct and manage the property, affairs, and activities of the Church, to determine the policies of the Church, to do or cause to be done any and all lawful things for and on behalf of the Church, to exercise or cause to be exercised any or all of its powers, privileges or franchises, and to seek the effectuation of its objects and purposes provided, however, that:

A. The Church Council shall not authorize or permit the Church to engage in any activity not permitted to be transacted by a corporation organized under the Act;

B. None of the powers of the Church shall be exercised to carry on activities, other than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the Church;

C. All income and the property of the Church shall be applied exclusively for its nonprofit purposes. No part of the net earnings or other assets of the Church shall inure to the benefit of any council member or officers, except that the Church shall be authorized and empowered to make payments and distributions (including reasonable compensation for services rendered to or for the Church) in furtherance of its purposes as set forth in the Articles and these Bylaws.

D. The Church Council has no authority to amend or modify these Bylaws, such power being reserved to the Congregation as set forth in Article 12;

E. The Church Council has no authority to elect Deacons, such power being reserved to the Congregation as set forth in Article 8;

F. The Church Council has no authority to terminate or hire the Lead Pastor, such power being exercised collectively by the Congregation; and

G. The Church Council has no authority to grant final approval of the annual Church budget, such power being exercised collectively by the Congregation.

Additionally, The Church Council, in cooperation and coordination with the Lead Pastor, shall be responsible for ensuring that the church is healthy, fully obeying the Great Commandment, and faithfully carrying out the Great Commission.

As such, the Church Council is charged with spiritual oversight as described below:

A. Doctrine

1. Ensuring that all teaching is doctrinally sound and that all teachers (including ministers) are demonstrating Christ-like character.
2. Evaluating local and global ministry partners to ensure the alignment of values and beliefs between the Church and our partners.

B. Direction

1. Overseeing the day-to-day operations of the church, including, but not limited to, finances, personnel, ministries, and the usage and condition of our facilities.
2. Encouraging committees or teams and ministry teams to fulfill their responsibilities with excellence.

C. Discipline

1. Administering church discipline in accordance with Section 3.4 Conflict Resolution/Discipline.

#### **4.2 Number and Tenure**

A. The Church Council shall be composed of at least five (5) and no more than eight (8) council members or such lesser or greater number as the Church Council may from time to time determine. Council members shall hold office for the term for which they were elected or until their successors have been duly elected and qualify.

B. Of the total membership, three (3) to six (6) shall be lay members and two (2) members shall be from the ministerial staff, including the Lead Pastor and the Pastor of Operations. If one of those staff offices is vacant, another staff member shall be appointed to serve by the remaining Council members. The Pastor of Operations shall be an ex-officio (non-voting) member of the Church Council except in the absence of the Lead Pastor.

C. All members of the Church Council shall be fully voting members and shall have equal rights and obligations, including the Chair, unless otherwise noted in these bylaws.

D. The Chair of the Church Council shall be a lay leader selected by a majority vote of the Church Council.

E. Lay members shall, so far as practical, serve staggered, four (4) year terms.

F. Lay members may serve an unlimited number of terms, so long as there is at



least one year of absence in between each term of service.

### **4.3 Qualifications**

Church Council members should be:

A. Qualified in accordance with 1 Timothy 3:1-7 and Titus 1:5-9 and furthermore be recognized spiritual leaders within the Church. As it relates to a candidate's marital status, FBC Vancleave does not interpret 1 Timothy 3:12 or Titus 1:6 to automatically disqualify a divorced man from service.

B. Committed disciples of Jesus Christ in every aspect of their personal, professional, and private lives.

C. Committed to their families, fulfilling their Biblical roles and responsibilities.

D. Committed to the ministry of the Church in worship, ministry, and life stewardship.

E. Aware of and supportive of the vision statement, the ministry objectives, the Church covenant, and any other ministry values of the Church.

F. Passionate about living out the Great Commandments and fulfilling the Great Commission.

G. Willing to serve as faithful representatives of the Lord and the Church and willing to resign without hesitation if involved in any practice, behavior, or attitude that would bring dishonor to the Lord or the Church.

H. Willing to follow the biblical teaching of supporting, protecting, encouraging, and following the leadership of the Lead Pastor and ministerial staff, working with a prayerful spirit of cooperation, consensus building, and a view to building up the Body of Christ.

I. Possessing honesty, letting their "yes" be "yes" and their "no" be "no."

J. Possessing such spiritual gifts as teaching, leadership, administration, discernment, wisdom, encouragement, and faith.

K. Willing to commit sufficient time to regularly meet with each other, the ministry staff, and other lay leaders and to participate in leadership development and team-building opportunities.

L. Willing to recognize and enthusiastically support the many ministries of the Church.

M. Willing to set aside personal agendas to prayerfully seek God's direction for the Church, both in the present and in the future.

N. Willing to be team players, capable of listening to and learning from the insights and opinions of others.

O. Willing to seek consensus.

#### **4.4 Screening Process**

A. Qualifications shall be published, and nominations solicited from the congregation beginning on the first Sunday in September and extended for the entire month. All nomination forms must be signed.

B. The Church Council appoints a Screening Team of at least three (3) members, comprised of a minimum of one (1) minister who may currently be a member of the Church Council; one (1) current Church Council member; and one (1) active Deacon who is not currently a member of the Church Council. Note that lay members of the Screening Team cannot serve as new members of the Church Council. The initial Screening Team shall be comprised of the 2021 Deacon Chairman, the 2022 Deacon Chairman, the 2022 Deacon Vice Chairman, The Lead Pastor, The Pastor of Operations, and two at-large members to be selected by the current deacon body. The initial Screening Team members are eligible to serve on the initial Church Council.

C. The Screening Team shall review nominations from the Congregation to fill the open lay leadership positions on the Church Council. In its consideration of potential candidates, the Screening Team shall endeavor to be inclusive of representation on the Church Council consistent with the make-up of the Congregation.

D. Active deacons are not eligible to serve on the deacon body and the Church Council concurrently.

E. The Screening Team screens out those prospects who (1) do not give financially to the Church and (2) have been members of the Church for less than five (5) years.

F. After fully vetting potential candidates, including personal interviews of the candidates and spouses, if any, the Screening Team shall make their selection of individuals to serve by consensus. Following the selection of a proposed slate of candidates, each candidate shall again be contacted by the Screening Team to verify that the candidate is willing to serve if elected by the Congregation and that the candidate will make the applicable commitments contemplated by these Bylaws and the policies, procedures, and governing documents of the Church Council.

G. A final list of nominees, along with a detailed biography, will be presented to the Church on the first Sunday in November. The Church Council election will be held on the second Sunday in November.

H. Nominees receiving the greatest number of votes will be elected. If all nominees are needed to serve, each nominee must receive a minimum of 50% of the ballots cast.

I. New terms shall commence on January 1<sup>st</sup> following final approval by the Congregation.

#### **4.5 Annual Meetings**

Annual meetings of the Church Council shall be held during January of each year at the principal office of the Corporation or at any other such date, time, or place, either within or without the State of Mississippi, which may be designated in a notice thereof or as may be designated by the council members at a previous meeting thereof or as may be unanimously agreed upon by the council members, which agreement may be indicated by the presence of such council members at such meeting. At the annual meeting, the Lead Pastor shall report on the ministries, activities, and financial condition of the Church. In addition, the council members shall consider and act upon such other business and matters that may properly be raised and come before the meeting consistent with the requirements of the applicable provisions of the Act and these Bylaws. The failure to hold an annual council members' meeting at the time stated in or fixed in accordance with these Bylaws shall not affect the validity of any corporate action. Unless the Articles provide otherwise, notice shall not be required to be given of the date, time, or place of the annual meetings of the Church Council nor of the purposes of such meetings. Appropriate minutes shall be taken to document church council actions.

#### **4.6 Regular Meetings**

The regular meetings of the Church Council shall be held without other notice than as required under these Bylaws at a time and place as determined by the Church Council for the transaction of such business as shall come before such meeting. The Church Council may provide by resolution the time and place, either within or without the State of Mississippi, for the holding of additional and regular meetings of the Church Council without other notice than such resolution. Appropriate minutes shall be taken to document church council actions.

#### **4.7 Special Meetings**

Special meetings of the Church Council may be called at any time by the Chair, the Lead Pastor, or the Pastor of Operations and shall be called upon the written request of a majority of the council members. Notice of the date, time, place, and purpose of a special meeting shall be given upon not less than three (3) business days' notice prior thereto. Appropriate minutes shall be taken to document church council actions.

#### **4.8 Action Without a Meeting; Teleconference**

Any action which may be taken at a Church Council meeting may be taken without a meeting if evidenced by one or more written consents describing the action taken, signed by each member of the Church Council, and included in the minutes or filed with the corporate records reflecting the action taken. Such documents may be signed in counterparts and may include email or electronic confirmations. A meeting of the Church Council may occur by conference telephone or similar communications equipment by which all members of the Church Council can communicate simultaneously with each other, and such participation shall constitute presence in person at such meeting.

#### **4.9 Quorum**

Five (5) members of the Church Council shall be necessary to constitute a quorum for the transaction of any business. For a motion or an item to be approved, at least a majority of the council members must vote in the affirmative. Each voting council member shall be entitled to cast one vote on each matter coming before the meeting.

#### **4.10 Adjournment**

A quorum of council members may adjourn any meeting of the Church Council to another date, time, or place if the same is announced at the meeting before adjournment. If a quorum shall not be present at any meeting of the church council, the council members present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. Any business which might have been transacted at the original meeting may be transacted at such adjourned meeting at which a quorum is present or represented.

#### **4.11 Vacancies**

Any vacancy occurring in the Church Council caused by removal, resignation, death, or another incapacity may be filled by a vote of the remaining council members. The term of office of a council member elected to fill a vacancy begins on the date of the council member's election and continues until the next Congregational vote to approve Church Council members. Upon election by the Congregation, the successor Church Council member filling the vacancy shall serve for the balance of the unexpired term in the case of a vacancy created because of the resignation, removal, or death of a council member.

#### **4.12 Removal**

Any or all the council members may be removed from the Church Council for cause or without cause by vote of two-thirds (2/3) of the total number of the voting council members in office or by a majority vote of the Congregation.

#### **4.13 Resignation**

A council member may resign at any time by tendering his resignation in writing to the Chair (or Vice-Chair). A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt by the Chair (or Vice-Chair). If a council member has: (a) been declared of unsound mind by a final order of a court of competent jurisdiction; (b) been found guilty of any crime of moral turpitude; or (c) been found by a final order or judgment of any court to have breached any duty imposed by the Act, such council member shall be automatically removed from office effective as of the date of such triggering event.

#### **4.14 Presumption of Assent**

Any council member who is present at a meeting of the Church Council at which action on any matter is taken shall be presumed to have assented to the action taken unless: (1) he objects at the beginning of the meeting (or promptly upon his arrival) to holding it or transacting business at the meeting; or (2) his dissent or abstention from the action taken is entered in the minutes of

the meeting; or (3) he delivers his written notice of dissent or abstention to the presiding officer of the meeting before its adjournment or to the Church Council immediately after the adjournment of the meeting. Such right to dissent shall not apply to a council member who voted in favor of the action taken.

#### **4.15 Chair and Vice-Chair**

A. The Church Council shall elect one council member as Chair to preside at all meetings of the Church Council. The Chair shall have the duties and responsibilities normally attendant the office of Church Council chair and as set forth for such position in these Bylaws. The Chair shall serve a one-year term and may be elected to successive terms.

B. The Church Council shall elect one council member as Vice-Chair to perform the duties and exercise the power of the Chair whenever the Chair is unable or unwilling to serve. The Vice-Chair shall serve a one-year term and may be elected to successive terms.

C. The Church Council may elect such other officers or assistant officers and assign to them such duties as the Church Council may determine from time to time.

#### **4.16 No Council Member Compensation**

Council members shall not be paid any stated salaries or similar compensation for their services to the Church. Council members may be reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as a council member, including, without limitation, reasonable travel expenses in accordance with procedures adopted by the Church Council from time to time.

#### **4.17 No Conflict of Interest**

No council member shall take or otherwise participate in any activity that is prohibited by law or that may create a conflict of interest. In the event any council member becomes aware of any potential violation of law or situation that, with notice, passage of time, or both, would create a conflict of interest, such council member shall immediately disclose in writing such situation to the Church Council. All Church Council members are bound by the then-current Conflicts of Interest Policy in place for the Church.

#### **4.18 Exculpation of Liability**

No council member shall have any liability to the Church for money damages for any action taken, or any failure to take any action, as a council member in good faith, except liability for (i) the amount of a financial benefit received by a council member to which he is not entitled; (ii) an intentional infliction of significant harm on or material damage to the Church; or (iii) a criminal violation of the law.

#### **4.19 Standard of Care**

A. A council member shall perform all duties of a council member, including duties as a member of any committee, team, or advisory council of the Church Council on which the council member may serve, in good faith, in a manner such council member believes to be in the best interests of the Church and with such care, including the duty to make reasonable inquiries, as an ordinarily prudent person in a like situation would use under similar circumstances.

B. In performing the duties of a council member, a council member may rely on information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by:

1. One or more officers or employees of the Church whom the council member believes to be reliable and competent in the matters presented;
2. Legal counsel, independent accountants, or other persons as to matters that the council member believes to be within such person's professional or expert competence; or
3. A committee or team of the Church Council upon which the council member does not serve as to matters within its designated authority, provided the council member believes that the committee or team merits confidence and the council member acts in good faith, after reasonable inquiry when the need, therefore, is indicated by the circumstances, and without knowledge that would cause such reliance to be unwarranted.

### **ARTICLE 5 COMMITTEES OR TEAMS**

#### **5.1 Standing Committees or Teams**

The church shall maintain standing committees or teams as it may determine for its proper functioning. Such committees or teams shall serve under the direction of the Church Council and shall have charge of such duties as may be assigned to them by each committee charter. Each committee or team shall maintain a permanent record of its actions and proceedings and shall regularly submit a report of its actions to the Church Council, which may ratify the actions of each committee or team.

#### **5.2 Ad Hoc Committees or Teams**

The Church Council, as evidenced by resolution, may from time to time create such ad hoc committees or teams as the President (See Article 6.7) believes necessary or desirable to investigate matters or advise the Church Council. Ad hoc committees or teams shall limit their activities to the accomplishment of the tasks for which created and shall have no power to act except as specifically conferred by resolution of the Church Council. Such committees or teams shall operate until their tasks have been accomplished or until earlier discharged by the Church Council.

## **ARTICLE 6 OFFICERS OF THE CHURCH**

### **6.1 Number**

The officers of the Church shall consist of a President, a Secretary, and such other officers as determined by the Church Council. Any two (2) or more offices may be held simultaneously by the same person, except the offices of President and Secretary. Officers are not required to be members of the Church Council.

### **6.2 Election**

All officers shall be nominated by the Nominating Committee and approved by a church vote.

### **6.3 Removal**

Any officer elected or appointed serves at the will and pleasure of the Church Council and may be removed from that office at any time upon a vote of the Church Council, either with or without cause.

### **6.4 Resignation**

An officer may resign his or her office at any time by tendering his or her resignation in writing to the Lead Pastor or the Pastor of Operations, with copies to the Chair (or Vice-Chair) of the Church Council. A resignation shall become effective upon the date specified in such notice or, if no date is specified, upon receipt by the Chair.

### **6.5 Vacancies**

A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, may be filled by the affirmative vote of the Church Council, except in the case of the Lead Pastor.

### **6.6 President**

The President shall in general perform all the duties and have all the authority, incident to the office of the chief executive officer of a corporation, and such other duties as may from time to time be prescribed by the Church Council. The President may sign deeds, mortgages, bonds, contracts, or other instruments which the Church Council has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Church Council or these Bylaws to some other officer or agent of the Church or shall be required by law to be otherwise signed or executed.

### **6.7 Lead Pastor**

The Lead Pastor is the spiritual and chief executive leader of the Church. Normally, the Lead Pastor serves as President, but at his request, the Church Council may name someone else as

President. The Lead Pastor is responsible for leading the congregation to function as a healthy New Testament church. While serving as Moderator over a congregational meeting, the Lead Pastor does not vote except to break a tie. The Lead Pastor never votes on matters concerning his employment or compensation.

#### **6.8 Qualifications for Lead Pastor**

- A. The Lead Pastor's life and conduct will reflect the Word of God as found in 1 Timothy 3:1-7.
- B. The Lead Pastor must be a man called by God to preach the Word of God.
- C. The Lead Pastor will be ordained either by this Church or by another church affiliated with the Southern Baptist Convention.
- D. The Lead Pastor will be further qualified by education and experience to lead the Church competently.

#### **6.9 Vacancy in the Office of Lead Pastor**

In the case of a vacancy in the office of Lead Pastor, the Pastor of Operations (or in his absence, the Chairman of the Church Council) will coordinate with the Church Council, the Deacons, and the Personnel Committee as needed.

The Personnel Committee will proceed with securing qualified men to fulfill the preaching responsibilities until an Interim Lead Pastor has been hired. The Personnel Committee will also begin the search for an Interim Lead Pastor who will be temporarily employed by the Church until a new Lead Pastor shall meet the qualifications set forth above and those listed within the job description for the Lead Pastor position.

Whenever the congregation deems it necessary to call a new Lead Pastor, the congregation will elect a Lead Pastor search committee. The Pastor of Operations, in coordination with the Chairman of the Church Council, will oversee the formation of the Lead Pastor search committee.

The committee shall contain seven (7) official committee members (4 men and 3 women), elected in accordance with the following procedures:

- A. **Committee Nomination:** On a Sunday morning special called meeting of the Church, on a date of which members have been notified at least fourteen (14) calendar days (to include two (2) Sundays) prior, by personal or electronic media, as well as the Sunday bulletin (if available), nominations will be taken. At said meeting, each church member present will be entitled to name seven (7) members as nominees to the committee. The twenty-one (21) members (11 men and 10 women) named the greatest number of times and who are willing to serve will become the nominees. Nominees will be members of this Church for at least three (3) years and be at least twenty-one (21) years of age. No more than one member of any household will serve on the committee.



B. Committee Election: The following Sunday morning, a ballot containing the names of the twenty-one (21) nominees (11 men and 10 women) will be presented to the Church. Individual church members may select up to seven (7) individuals (4 men and 3 women) from the list of nominees. Those seven nominees receiving the greatest number of votes will comprise the Lead Pastor search committee.

C. Committee Alternates: The next three (3) members (2 men and 1 woman) receiving the most votes will serve as alternates to the committee. An alternate will serve on the committee in the event any regular member becomes unable or unwilling to serve.

D. Committee Function: Under the direction of the Pastor of Operations, the committee will select its own chairman, vice-chairman, and secretary within one week. The committee shall give a status report to the Church at least once a month during its deliberation. The committee shall be dissolved immediately following the call, and acceptance of the call, of a Lead Pastor by this Church. If the committee, by a majority vote, decides that it can come to no recommendation regarding a Lead Pastor, the committee shall be dissolved, and a new committee shall be elected in accordance with the procedures set forth above.

E. Recommendation of the Lead Pastor Search Committee: The recommendation of the committee and action of the Church taken to fill the office of Lead Pastor will be at a meeting of the Church. Notice of the said meeting will have been given no less than fourteen (14) calendar days (to include two (2) Sundays) before such meeting. An affirmative vote of three-fourths (3/4) or more of the ballots cast at a meeting shall be required to elect a person to the office of Lead Pastor.

F. All duties of the Lead Pastor will transfer to the Pastor of Operations except for the preaching and teaching duties.

#### **6.10 Secretary**

The Secretary shall keep the minutes of the proceedings of the Church Council in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be the custodian of the corporate records and of the seal, if any, of the Church and see that the seal is affixed to all documents, the execution of which is duly authorized on behalf of the Church under its seal; keep a register of the post office address of each member of the Church Council, which address shall be furnished to the Secretary by each council member; and in general perform all duties incident to the office of Secretary and such other duties as may from time to time be assigned to him or her by the President or by the Church Council.

#### **6.11 Treasurer**

The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Church. The Treasurer shall: (a) be the legal custodian of all moneys, notes, securities, and other valuables which may from time to time come into the possession of the Church; (b) immediately deposit all funds of the Church coming into his hands in some reliable bank or another depository to be designated by the Church Council and shall keep

such bank account in the name of the Church; (c) furnish at meetings of the Church Council, or whenever requested, a statement of the financial condition of the Church and such other financial statements, reports, and information as may be requested by the Church Council from time to time, and (d) shall perform such other duties as these Bylaws may require or the Church Council may prescribe. The Treasurer may be required to furnish bond in such amount as shall be determined by the Church Council.

#### **6.12 Subordinate Officers**

The Church Council may, at its discretion, appoint such Vice Presidents, Assistant Secretaries, Assistant Treasurers, and other officers as it deems necessary or appropriate. Any such subordinate officers shall hold office for such period, have such authority, and perform such duties as the Church Council may from time to time determine.

#### **6.13 Officer Compensation**

Officers may be paid compensation as determined from time to time by the Church Council; however, if the officer is a volunteer lay leader and not an employee of the Church, such officer shall not be paid compensation. Officers shall be reimbursed for reasonable out-of-pocket expenses incurred in connection with serving as an Officer, including, without limitation, reasonable travel expenses in accordance with procedures adopted by the Church Council from time to time.

**6.14 Other Staff** (Other Staff includes any staff position, full-time or part-time, with the exclusion of the Lead Pastor.)

The Council shall be responsible for the recruiting, hiring, discipline, and termination of other staff members. This process will be in consultation with the Lead Pastor, the Personnel Team, and the Finance Team and subject to such policies and procedures that exist concerning staff.

A. The hiring of full-time or part-time vocational staff, such as ministers and department directors, shall require the affirmative vote of three-fourths (3/4) or more of the ballots cast at a business meeting of the Church called for that purpose following the policies and procedures for employees.

B. The hiring of support staff is not subject to a congregational vote; however, the congregation will be informed of all new hires, and all support staff positions must be provided for in the budget approved by the congregation.

### **ARTICLE 7 FISCAL AUTHORITY**

#### **7.1 Execution of Negotiable Instruments**

All checks, drafts, and orders for the payment of money of the Church shall be executed by such council members or officers of the Church as the Church Council may authorize. All contracts, checks, or other documents binding the Church approved by the Church Council must be signed by such officers as designated by the Church Council.

## **7.2 Execution of Contracts and Other Documents**

All contracts and other documents entered into by or on behalf of the Church shall be executed in its name by such council members or officers as designated by the Church Council.

## **7.3 Deposits**

All funds of the Church, not otherwise designated, shall be deposited from time to time to the credit of the Church in such banks, savings and loan institutions, trust companies, or other depositories as the Church Council, by resolution, may select.

## **7.4 Gifts**

The Church Council may accept (or reject) on behalf of the Church any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Church.

## **7.5 Prohibited Loans**

The Church shall not lend money to, or guarantee the obligations of, any officer or council member of the Church.

## **7.6 Budget**

An annual budget shall be prepared at the direction of the Finance Team, Lead Pastor, and the Pastor of Operations for approval by the Church Council and then by Congregation.

## **7.7 Fiscal Year**

The fiscal year of the Church shall begin on the 1<sup>st</sup> day of January in each year and end on the last day of December each year or such other fiscal year period as determined by the Church Council.

# **ARTICLE 8 DEACONS**

## **8.1 Purpose and Function**

The Deacon ministry, as presented in the New Testament, is a ministry of service whereby the Deacons assist the Lead Pastor in meeting the various needs of the Church.

At FBCV, ministering to the needs of the church includes, but is not limited to:

- A. Communication
  - 1. Communicating all pertinent information to members of the Church,
- B. Compassion
  - 1. Demonstrating compassion to hurting members of the Church, and

C. Conflict Resolution

1. Helping resolve conflict that might arise among members of the Church.

**8.2 Qualifications**

Deacons must meet the qualifications as outlined in 1 Timothy 3:8-13. Qualified men are eligible for election as a deacon only after having been an active member of this church for at least one year and found to faithfully support the church financially. As it relates to a candidate's marital status, FBC Vancleave does not interpret 1 Timothy 3:12 or Titus 1:6 to automatically disqualify a divorced man from service.

**8.3 Organization, Term, and Election**

The desired number of deacons will be twenty-one (21), but the current number may vary as determined by the Lead Pastor and deacon body. All deacons shall serve on a three (3) year rotational basis. Each year the term of office of one-third of the number of deacons shall expire, and an election shall be held to fill the vacancies.

In case of death, removal, or incapacity, the Church may elect a deacon to fill the unexpired term. After serving a term of three (3) years, a deacon shall be eligible for re-election only after the lapse of at least one year.

The officers of the deacon body shall be the chairman, vice-chairman, and secretary. The chairman and vice-chairman shall not serve as such officers for two consecutive years.

The election will be in the following manner:

- A. Qualifications shall be published, and nominations solicited from the congregation beginning on the first Sunday in September and extended through the entire month. All nomination forms must be signed.
- B. Nominees will be contacted concerning eligibility and willingness to serve.
- C. A deacon questionnaire form (located in the deacon job description) must be completed and signed by each person who has been nominated and is willing to serve.
- D. All nominees willing to serve shall undergo a screening process facilitated by the Lead Pastor, the Chairman of the Deacons, and deacons rotating off active service.
- E. A final list of nominees along with a detailed biography will be presented to the Church on the first Sunday in November. Deacon election will be held on the second Sunday in November.
- F. Nominees receiving the greatest number of votes will be elected. If all nominees are needed to serve, each nominee must receive a minimum of 50% of the ballots cast.

G. New terms shall commence on January 1<sup>st</sup> following final approval by the Congregation.

#### **8.4 Removal**

Deacons may be removed from the deacon rolls for the following reasons:

- A. Death.
- B. Transfer of membership to another church.
- C. Voluntary resignation.

D. Through Church discipline for failure to satisfy the deacon qualifications and expectations. Deacons considered to be in violation of the deacon qualifications and expectations shall be approached in accordance with Matthew 18:15-17. A representative of the deacons will go to that deacon to discuss the fault between the two of them. If the deacon listens and takes appropriate corrective action, the deacon will have been won over. If the deacon fails to listen, the representative from the deacons will take one or two others to discuss the fault so that every word may be confirmed by the testimony of two or three witnesses. If the deacon fails to listen and take appropriate corrective action, the issue will be brought before a meeting of the deacons. If the deacon still refuses to take appropriate corrective action, the deacon shall be dismissed by a two-thirds (2/3) vote of those deacons present at the meeting.

### **ARTICLE 9 BOOKS, RECORDS, AND REPORTS**

#### **9.1 Books and Records**

The Church shall keep at its registered or principal office correct and complete books and records of accounts, minutes of the proceedings of the Church Council and committees or teams having any of the authority of the Church Council, a record giving the names and addresses of the council members, and such other records as may be required by law. All books and records of the Church may be inspected by any council member, or his agent or attorney, for any proper purpose at any reasonable time.

#### **9.2 Reporting Requirements**

The Pastor of Operations shall provide financial and operational reports to the Church Council and Finance Team at least monthly and to the Congregation, at least quarterly, in such form or manner as the Church Council may reasonably require.

**9.3 Audit Requirement**

At the discretion of the Finance Team and the Church Council, the books and records of the Church shall be audited by a certified public accountant or such person as shall be acceptable to the Church Council. The report will be prepared and certified in accordance with usual accounting requirements. Internal audits and reviews will be conducted by the Finance Team in accordance with the Finance Policy.

**ARTICLE 10  
AGENTS AND ATTORNEYS**

**10.1 Agents and Attorneys**

The Church Council may appoint such agents, attorneys, and attorneys-in-fact of the Church as it may deem proper and may, by a written power of attorney, authorize such agents, attorneys, or attorneys-in-fact to represent it and in its name, place, and stead, and for its use and benefit to transact any and all business which said Church is authorized to transact, and in its name, place, and stead and as its corporate act and deed, to sign, acknowledge, and execute any and all contracts and instruments necessary or convenient in the transaction of such business as fully to all intents and purposes as the Church might or could do if it acted by and through its regularly elected and qualified officers.

**ARTICLE 11  
NOTICES AND WAIVER OF NOTICE**

**11.1 Notices and Waiver of Notice**

The notices provided for in these Bylaws shall be communicated in person, by telephone, internet, electronic means, telegraph, teletype, or by mail or private carrier. Written notice is effective at the earliest of (a) receipt including date of transmittal by electronic means, (b) five (5) business days after its deposit in the United States mail if mailed correctly addressed and with first-class postage affixed thereon, or (c) on the date shown on the return receipt if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee. Whenever any notice is required to be given to any council member, deacon, officer, committee or team member of the Church under the provisions of the Articles, these Bylaws, or the Act, attendance of such person at a meeting shall constitute a waiver of notice of such meeting, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Consent in writing by a person to any action taken or resolution adopted by the applicable Church body shall constitute a waiver of any and all notices required to be given in connection with such meeting, action, or resolution.

**ARTICLE 12  
AMENDMENTS**

**12.1 Amendments to Bylaws**

Except as expressly provided herein to the contrary, only the Congregation shall have the power to make, alter, amend, or repeal these Bylaws and to adopt new Bylaws, which power may

be exercised by a majority vote of the members of the Congregation present at a meeting at which a quorum is present.

Exception: The Vision Statement, Mission Statement, Core Values, and Disciple-Making Pathway may be modified from time to time by the Lead Pastor in consultation with the Church Council without the need of amending these Bylaws.

## **ARTICLE 13 INDEMNIFICATION AND INSURANCE**

### **13.1 Indemnification Generally**

Except as prohibited by law, the Church shall indemnify and protect any council member, officer, employee, committee or team member, or agent of the Church, or any person who serves at the request of the Church as a council member, officer, employee, committee or team member, or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Mississippi, who has been or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, other than an action by or in the right of the Church, by reason of the fact that such person is or was a council member, officer, employee, committee or team member, or agent of the Church, against all liabilities and expenses, including, without limitation, judgments, fines, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the Church using the procedures set forth in Section 13.3, which approval shall not be unreasonably withheld or delayed), attorneys' fees and other expenses actually and reasonably incurred by such person in connection with such action, suit, or proceeding (including, without limitation, the investigation, defense, settlement or appeal of such action, suit or proceeding) if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Church, and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful; provided, however, that the Church shall not be required to indemnify or advance expenses to any such person or persons seeking indemnification or advancement of expenses in connection with an action, suit, or proceeding initiated by such person or persons (including, without limitation, any cross-claim or counterclaim initiated by such person or persons) unless the initiation of such action, suit, or proceeding was authorized by the Church Council. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or under a plea of *nolo contendere* or its equivalent, shall not, in itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the Church, and, concerning any criminal action or proceeding, that such person had reasonable cause to believe that such person's conduct was unlawful.

### **13.2 Indemnification for Expenses**

Notwithstanding the other provisions of this Article 13, to the extent a person who is or was serving as a council member, officer, employee, committee or team member or agent of the Church has been successful on the merits or otherwise in defense of any action, suit, or proceeding

referred to in Section 13.1 of these Bylaws (including the dismissal of any such action, suit, or proceeding without prejudice), or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

### **13.3 Determination of Right to Indemnification**

Prior to indemnifying a person pursuant to the provisions of Section 13.1 of these Bylaws, unless ordered by a court and except as otherwise provided by Section 13.2 of these Bylaws, the Church shall determine that such person has met the specified standard of conduct entitling such person to indemnification as set forth under Section 13.1 of these Bylaws. Any determination that a person shall or shall not be indemnified under the provisions of Sections 13.1 of these Bylaws shall be made (a) by the Church Council by a vote of a quorum consisting of council members who were not parties to the action, suit, or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested council members so directs, by independent legal counsel in a written opinion, and such determination shall be final and binding upon the Church; provided, however, that in the event such determination is adverse to the person or persons to be indemnified hereunder, such person or persons shall have the right to maintain an action in any court of competent jurisdiction against the Church to determine whether or not such person has met the requisite standard of conduct and is entitled to such indemnification hereunder. If such court action is successful and the person or persons is determined to be entitled to such indemnification, such person or persons shall be reimbursed by the Church for all fees and expenses (including attorneys' fees) actually and reasonably incurred in connection with any such action (including, without limitation, the investigation, defense, settlement, or appeal of such action).

### **13.4 Advancement of Expenses**

Expenses (including attorneys' fees) actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or appellate, shall be paid by the Church in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that such person is not entitled to indemnification by the Church. Notwithstanding the foregoing, no advance shall be made by the Church if a determination is reasonably and promptly made by (a) the Church Council by a vote of a quorum consisting of council members who were not parties to the action, suit, or proceeding for which the advancement is requested, or (b) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested council members so directs, by independent legal counsel in a written opinion, that, based upon the facts known to the Church Council or independent legal counsel at the time such determination is made, such person acted in bad faith and in a manner that such person did not believe to be in or not opposed to the best interests of the Church, or, with respect to any criminal proceeding, that such person believed or had reasonable cause to believe such person's conduct was unlawful. In no event shall any advancement of expenses be made in instances where the Church Council or independent legal counsel reasonably determines that such person intentionally breached such person's duty to the Church.



### **13.5 Non-Exclusivity**

The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 shall not be exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any statute, these Bylaws, agreement of disinterested council members, a policy of insurance or otherwise, both as to action in their official capacity and as to action in another capacity while holding their respective offices, and shall not limit in any way any right which the Church may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article 13 shall continue as to a person who has ceased to be a council member or officer and shall inure to the benefit of the heirs, executors, administrators, and estate of such a person.

### **13.6 Insurance**

The Church may purchase and maintain insurance on behalf of any person who is or was a council member, officer, employee, committee or team member, or agent of the Church, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Church would have the power to indemnify such person against such liability under this Article 13.

## **ARTICLE 14 AFFILIATED ORGANIZATIONS**

### **14.1 Affiliated Organizations**

The Church Council may authorize the formation of other associated organizations to assist in the fulfillment of the purposes of this Church. Each such organization shall establish its bylaws, rules, and regulations and make amendments thereto which shall be subject to the Church Council's approval and which shall not be inconsistent with these Bylaws and the Articles.

## **ARTICLE 15 PROHIBITED TRANSACTIONS**

### **15.1 Prohibited Transactions**

No provision of the Articles or these Bylaws shall in any way be construed as permitting the Church, whether through its Church Council, its officers, agents, or other party acting on its behalf, to allow the net income, assets, or property of the Church to inure to the private benefit of any council member or officer, except that the Church shall be authorized and empowered to pay reasonable compensation for services personally rendered and make payments and distributions in furtherance of the purposes outlined in the Articles and these Bylaws.

**ARTICLE 16  
DISSOLUTION**

**16.1 Dissolution**

Upon the dissolution of the Church, the Church Council shall, after paying or making provisions for the payment of all the liabilities of the Church, distribute all the assets of the Church to an organization or organizations organized and operated exclusively for religious, charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations because of description in Section 501(c)(3) of the Code. The Church Council shall endeavor to distribute such assets to a church or an association of churches that align with the Statement of Faith set forth in these Bylaws. Any such assets not so disposed of shall be disposed of by the Chancery Court of the County in which the principal office of the Church is then located, exclusively for such purposes or to such organization or organizations as said court shall determine. In the event of the final disposition of the Church's assets, the Church Council shall automatically dissolve and cease all activities and functions of the Church.

**ARTICLE 17  
EXEMPT STATUS**

**17.1 Exempt Status**

The Church has been organized and will be operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code and, as such, will be exempt from taxation under Section 501(a) of the Code. Any provision of these Bylaws or the Articles which would in any manner adversely affect the Church's tax-exempt status shall be void and shall be deleted or modified as necessary to comply with all applicable federal and state requirements for the maintenance of the Church's tax-exempt status.

**Appendix A – Certain Defined Terms**

The following terms are used in these Bylaws and are defined below and include a brief description of certain responsibilities of designated positions.

1. **Bylaws** – shall mean these Bylaws and any amendments or modifications to these Bylaws which are properly approved from time to time.
2. **Church** - shall mean First Baptist Church of Vancleave, Mississippi, Inc.
3. **Church Council** – The Church Council is currently designated as the governance body that is responsible for monitoring and overseeing the Church from an overall spiritual, business administration, and stewardship perspective. The Church Council currently serves the function of the Board of Directors of the Church.
4. **Congregation** – shall mean the members of the Church who are in good standing at any point in time.
5. **Council Member** – shall mean an individual member of the Church Council
6. **Deacons** – shall mean the lay leadership elected by the Congregation from time to time to serve as the then active deacons of the Church.
7. **Law or Laws** – shall mean all applicable local, state or federal laws, rules, or regulations.
8. **Lead Pastor** – shall mean the lead ministry pastor who, in conjunction with the Church Council, is responsible for monitoring and overseeing the Church from an overall ministry and stewardship perspective.
9. **Moderator** – shall mean the Lead Pastor or his designee serving as the moderator during congregational meetings.
10. **President** – shall mean the Lead Pastor or any person designated by the Church Council.

**CERTIFICATION**

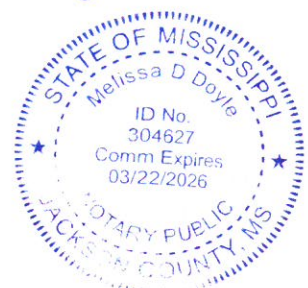
The undersigned, JANICE SPEIGHT, being the Secretary of First Baptist Church of Vancleave, Mississippi, Inc., hereby certifies that the foregoing Bylaws of the Church were duly adopted on the 25<sup>th</sup> day of SEPTEMBER 2022 and will become effective the 1<sup>st</sup> day of JANUARY 2023.

Janice Speight  
Secretary

SWORN TO AND SUBSCRIBE BEFORE ME, THIS 5<sup>th</sup> DAY OF OCTOBER, 2022

Melissa D. Doyle  
NOTARY PUBLIC, STATE OF MISSISSIPPI

MY COMMISSION EXPIRES 3/22/2026



**Updated and Revised Bylaw Ballot Counting Certification**

On Sunday, September 25, 2022, a vote was taken to update the Bylaws of the First Baptist Church of Vanleave, MS. The vote took place during a special called business meeting after both morning services. 265 votes were cast with a result of 251 approving of the update and 14 against. The motion passed with 95% approval.

6 men counted the ballots:

Jason Simms

Lowry Shaw

Vernie Sullivan

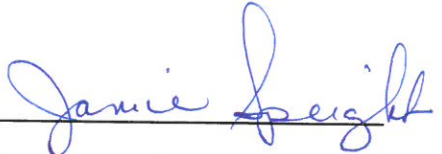
Dale Shows

David Hackler

Steve Lott

The undersigned, JANICE SPEIGHT, being the Secretary of First Baptist Church of Vanleave, Mississippi, Inc., hereby certifies that the above mentioned were present and counted the ballots on September 25, 2022.



  
Janice Speight, Secretary